

**BY-LAWS
OF
THE BOWLEYS QUARTERS IMPROVEMENT ASSOCIATION, INC.**

ARTICLE I – NAME

The association shall be known by the name, style and title Bowleys Quarters Improvement Association, Inc. (hereinafter the "Association" or "BQIA").

ARTICLE II – PURPOSE

SECTION 1 – GENERAL

The Association, a Maryland Corporation, shall be operated exclusively for the promotion of social welfare, for the good and improvement of the community, and in the best interests of the community residents. All of the funds of the Association shall be devoted to such purposes including, but not necessarily limited to, charitable, educational or recreational functions that support and improve the community.

SECTION 2 – TAX EXEMPT STATUS

Notwithstanding any other provision of these By-Laws, the Association shall not conduct or carry on any activities prohibited by an organization qualifying for tax exempt status under § 501(c)(3) or § 501(c)(4), as applicable, of the Internal Revenue Code or related IRS regulations.

SECTION 3 – ASSETS AND DISSOLUTION

No part of the net income, or assets of the Association shall accrue or be used for the benefit of any individual, and no director, officer or member shall receive or be lawfully entitled to receive any financial benefit there from, except for reasonable reimbursement for services in effecting the Associations purpose(s) or as a proper beneficiary of the Association's charity.

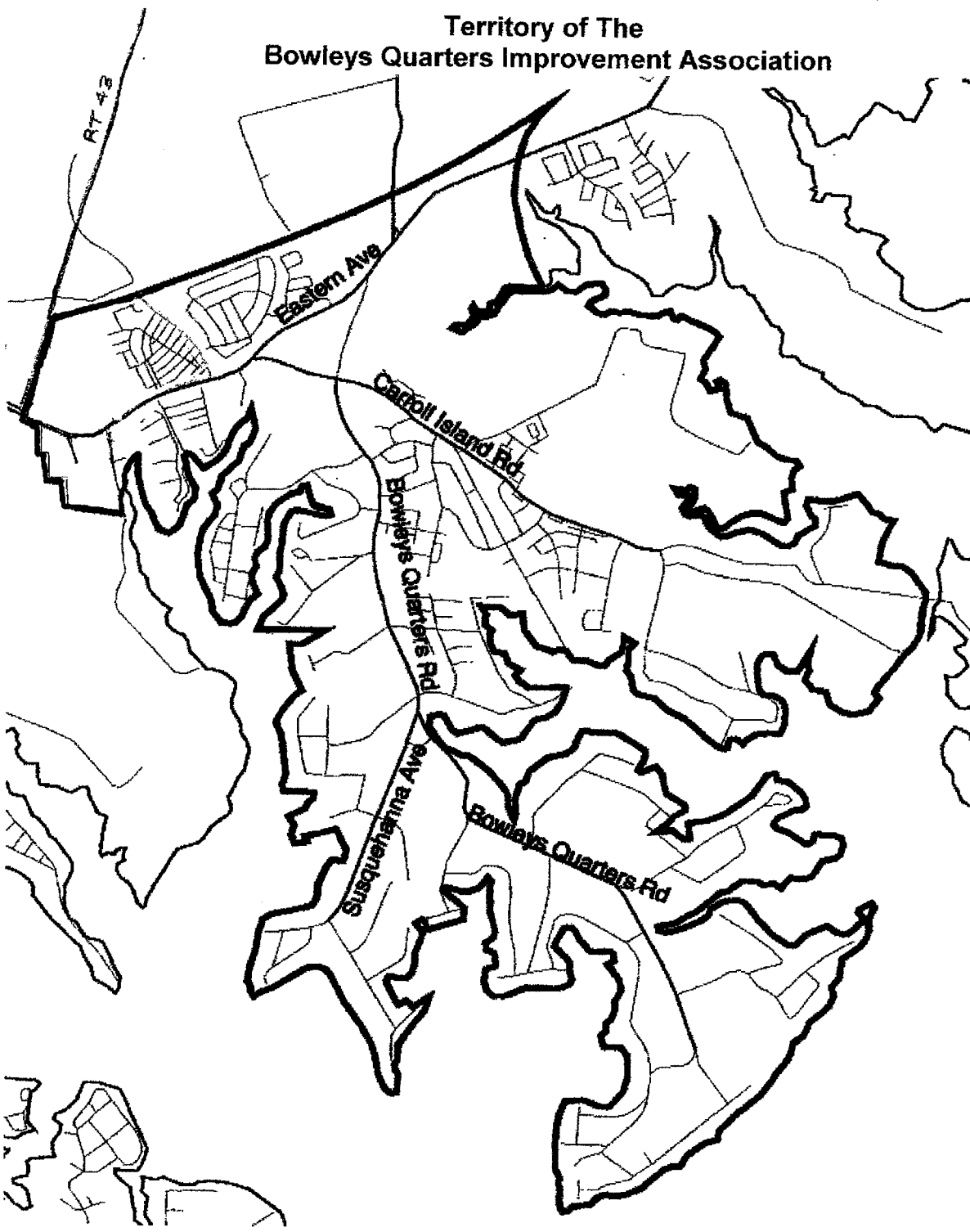
The Association shall not be dissolved as long as eighteen (18) members in good standing remain active, and the Association remains fiscally solvent.




In the event that the corporation is dissolved, or liquidated in whole or in part, for any cause or in any manner, then all property and other assets of any kind, belonging to the Association, or which the corporation shall have a claim, shall be irrevocably dedicated for tax exempt charitable, scientific, literary or educational purposes.

ARTICLE III – TERRITORY

The territory of the Association ("Territory") shall embody all of the Bowleys Quarters and Carroll Island peninsulas with the western most boundary being all that land lying east of Martin State Airport and Route 43, the northern most boundary being the railroad tracks just north of Williams Estates, and the eastern most boundary being the shore line of Saltpeter Creek; said boundaries being generally depicted on the following map.

Territory of The Bowleys Quarters Improvement Association



-  BQIA Boundary
-  Major and Secondary Roads
-  Local Roads

The Association may extend its influence and jurisdiction beyond the Territory in an effort to minimize the adverse impact of growth and development outside of the Territory that might contribute to additional storm water runoff into tributaries in the Territory thereby jeopardizing or exacerbating the quality of waterways in the community. These tributaries and waterways shall include, but are not necessarily limited to, Frog Mortar Creek, Armstrong Creek, Gar Gut, Middle River, Galloway Creek, Seneca Creek, Salt Peter Creek, Goose Harbor, and the Chesapeake Bay.

ARTICLE IV – MEMBERSHIP AND VOTING

SECTION 1 – ELIGIBILITY FOR MEMBERSHIP

To be eligible for membership in the Association, an individual must own property within the Territory or maintain his or her residence in the Territory, and be at least eighteen (18) years of age. Businesses are eligible for membership. To become a member of the Association said persons or businesses must submit a membership application and pay annual membership dues in a dollar amount to be determined from time to time by the Board of Directors ("Board").

SECTION 2 – MEMBERSHIP CLASSIFICATIONS

Members shall be classified as either "voting members" or "associate members." Voting members shall be those members in good standing that own property (residential or business) in the Territory. For the purpose of these By Laws, the term "property" is defined as land or a building on land, but specifically excludes boat slips.

Associate members shall be members in good standing that are non-property owning residents or businesses in the Territory. Associate members shall have all privileges of membership in the Association but shall not have voting rights or be eligible for election as a director/officer or director-at-large (as defined herein) of the Association.

SECTION 3 – ANNUAL DUES

Members will be notified each December that their annual membership fee is due and payable no later than January 31st of the following year. If annual dues are not paid in full by March 1st the member's right to vote, if applicable, shall automatically terminate. The membership of any individual or business whose dues are more than three (3) months in arrears (i.e., not paid in full by April 30th) shall automatically terminate whereupon said individuals or businesses will be required to apply for reinstatement. New members joining the Association after August 31st shall automatically be members for the following year.

SECTION 4 – VOTING

New members, or those persons or businesses whose memberships have terminated but have been reinstated as described above, shall not be entitled to vote until ninety (90) days after their dues have been paid.

Only one vote shall be cast by each property owning household in good standing, and by each property owning business entity in good standing. This limitation shall be enforced

regardless of the number of properties any member, household or business owns within the Territory, and regardless of the number of members that jointly own or that reside on a particular property. No votes shall be allowed by proxy.

ARTICLE V – DIRECTORS, OFFICERS, APPOINTEES AND COMMITTEES

SECTION 1 - GENERAL

The Board of Directors shall be elected by the Association's voting members, and shall consist of four (4) director/officers, up to fourteen (14) directors-at-large, plus the immediate past president (1) for a maximum of nineteen (19) directors. Any BQIA member in good standing shall be eligible to be elected as a director, provided he or she is a property owner of record (as defined herein) within the geographic Territory described in Article III, and is at least twenty-one (21) years old. No member, however, shall be elected to the Board or continue as a director thereafter while simultaneously holding a position as a director or officer of another community or improvement association within the Territory.

The Association's four (4) director/officers shall be a President, Vice President, Secretary and Treasurer. No director shall hold more than one position as an Association officer at any time. To be eligible for election as President an individual member must first have been elected as a director of the Association in a prior term and served in that capacity for a minimum of one (1) year. The incumbent President shall appoint a Sergeant-at-Arms and a Quartermaster from among the fourteen (14) directors-at-large who shall serve at the discretion of the President.

SECTION 2 – ELECTIONS

Election of director/officers and directors-at-large shall be by secret ballot. Eligible members receiving the most votes for each available position as a director/officer or director-at-large shall be declared the winners and be deemed duly elected by the Association. Upon election each director/officer shall serve a one (1) year term in office, and each director-at-large shall serve a two (2) year term. Each year the four (4) director/officer positions and seven (7) of the fourteen (14) directors-at-large positions shall be up for election. See footnote¹ below.

SECTION 3 – NOMINATION OF DIRECTORS

The President shall appoint a Nominating Committee to consider members that are eligible and best suited to assume the roles of director/officers and directors-at-large of the Association, consistent with the requirements of Article V, Section 1 above. The slate will be presented by the Nominating Committee to the Board and during the General Meeting in May when nominations will also be accepted from the floor. No member shall become a candidate unless he or she is in good standing and has accepted their nomination.

¹ Prior to the first election which follows the adoption of these By Laws, the Nominating Committee and the current Board shall select seven (7) eligible members from among the current directors to carry over and serve for a special one-year term as directors-at-large for the 2008-2009 year. Any director so selected shall be identified on the June 2008 election ballot and shall not be a candidate for any other director/officer or director-at-large position at that time.

All eligible candidates will then be presented to the general membership by the Nominating Committee during the June General Meeting to present their respective platforms and for voting. If no voting member opposes the slate of proposed director/officers and directors-at-large the Nominating Committee shall declare the candidates duly elected without any need for a secret vote.

SECTION 4 – BOARD OF DIRECTORS

The Board shall take care of all important issues and business arising from time to time which the Association finds necessary to call upon them to investigate, and shall report on same to the general membership for follow up action, if necessary. The Board shall have complete control and management responsibility over the affairs, business and property of the Association, as carried out on a day to day basis by the Association's director/officers.

The Board shall consist of a maximum of nineteen (19) directors. The Past President of the Association for the immediately preceding year may serve as an *ex-officio* member of the Board for one (1) year. The current President, Vice President, Secretary and Treasurer shall be director/officers and shall serve on the Board for one (1) year. The incumbent President shall preside as Chairperson of the Board.

Board meetings will normally be held at the BQIA Hall, on the first Tuesday of each month beginning at 7:00 p.m., but may be held at anytime designated by the President for emergencies. A quorum for any meeting of the Board shall consist of forty percent (40%), rounded up, of the directors positions which are filled at any given time.

Should any director be absent for three (3) consecutive regularly scheduled Board meetings, without reasonable excuse, his or her position shall be declared vacant upon a majority vote of the remaining directors.

In the event any director-at-large position is or becomes vacant, the President may specially appoint a voting member of the Association to fill the vacant position, provided that the appointment is confirmed by a majority of voting members in attendance and voting at the next general meeting of the Association. Any member so appointed and confirmed shall only serve for the remainder of the vacant director-at-large's term.

Any single Association expenditure not exceeding Two Thousand Dollars (\$2,000) may be voted upon and disbursed at the Board's discretion. Expenditures in excess of Two Thousand Dollars (\$2,000) shall be presented, discussed and approved by a majority vote of the voting membership at a general meeting.

SECTION 5 – DIRECTOR/OFFICERS

A. PRESIDENT - The duties of the President shall include, but not necessarily be limited to:

1. Presiding at all official meetings when present.
2. Preserving order at all association meetings and functions.
3. Observing the Association's By-Laws.

4. Casting the deciding vote in the event of tie vote during general meetings or Board meetings.
5. Signing all important papers on behalf of the Association, and when required, speaking on behalf of the Association to express its positions.
6. Making all day to day decisions regarding the operation of the Association and its facilities.
7. Making decisions to loan or rent Association equipment and the BQIA Hall, with the assistance of a special designee.
8. Appointing elected directors-at-large to fill vacant director/officer positions (i.e., Vice President, Secretary or Treasurer) with the majority approval of the remaining elected directors-at-large.
9. Appointing committee members and committee chairpersons as needed. These committees may include, but are not necessarily limited to:
 - a. Legislative/Guest Speaker Committee
 - b. Fund Raising/Entertainment Committee
 - c. By-Laws Committee
 - d. Finance and Audit Committee
 - e. Nomination and Election Committee
 - f. Community Committee
 - g. Newsletter Committee
 - h. Membership Committee
 - i. Hall Rental Committee

B. VICE PRESIDENT – The Vice President shall render any assistance that may be deemed necessary by the President, and in the absence of the President assume the duties of the President. The Vice President shall preside over official meetings in the event the President is absent, or wishes to debate or introduce an issue.

C. SECRETARY – The Secretary shall keep the minutes of all official meetings, shall receive and answer communications and correspondence on behalf of the Association with guidance from the President, and shall perform such other duties as his or her office may require. The Secretary shall preside over official meetings in the event the President and Vice-President are absent.

The Secretary shall be the custodian of records and of the corporate seal of the Association. The Secretary shall affix the corporate seal to all documents requiring same, the execution of which under seal is duly authorized by the Association. The Seal shall be circular in form, with the name of the Association inscribed around the outer edge, and in the center shall be inscribed the words "Incorporated 1938."

D. TREASURER – The Treasurer shall receive all money tendered to the Association from any source and shall deposit said monies or other valuables in the name of the Association into such bank or financial institution as shall be selected and approved by the Board. The Treasurer shall have charge of and be responsible for all funds and securities, and shall keep a record of all receipts and disbursements of the Association.

Any checks issued from the Association's accounts are to be signed by the Treasurer and any one (1) of the three remaining director/officers (President, Vice President, or Secretary) of

the Association whose names and signatures are to be recorded at the bank. The Treasurer shall be bonded by a bona fide surety or bond company.

The Treasurer shall preside over official meetings in the event the President, Vice-President and Secretary are absent.

SECTION 6 – APPOINTEES

A. SERGEANT-AT-ARMS – The Sergeant-at-Arms shall be a director-at-large appointed by the President whose primary responsibility is to preserve order at all meetings. He or she shall notify the President of the presence of any invited guest(s) so that they may be introduced to the Association's membership during meetings. The Sergeant-at-Arms, to the best of his or her ability, shall also notify the President when any non-members appear and request permission to attend or participate in any Association meetings or functions; such permission shall be granted at the sole discretion of the President or the presiding officer in the President's absence.

B. QUARTERMASTER – The Quartermaster shall be a director-at-large appointed by the President who shall 1) order all supplies for Association functions; 2) maintain the Association's facilities and storeroom inventory; 3) possess a key to the BQIA Hall (in addition to the President, Vice President and Sergeant-at-Arms); and 4) perform such other duties as her or her office may require.

SECTION 7 – COMPENSATION AND REIMBURSEMENT

There shall be no compensation paid to any director/officer, director-at-large, appointee or member of the Association for their time or services. No director/officer, director-at-large, appointee, or member of the Association shall be reimbursed for out-of-pocket expenses incurred while advancing the BQIA's interests without first documenting the expense with a paid receipt.

ARTICLE VI – REMOVAL OF DIRECTOR/OFFICERS AND DIRECTORS-AT-LARGE

Any voting member upon motion duly made and seconded (by a voting member) during a general meeting of the Association, and for good cause shown as first determined by a two-thirds (2/3) majority vote of the current Board after reasonable investigation, shall require a house vote be taken for the removal of any one or more of the director/officers or directors-at-large of the Association. All members and the subject directors shall be notified in writing whether good cause has been shown at the conclusion of the Board's investigation. If the Board finds good cause has been shown, a floor vote on the motion shall be taken at the next general meeting provided that each director which is the subject of any such motion for removal shall have first been given an opportunity to defend himself before the membership in attendance.

In the event a two thirds (2/3) majority of the voting members present at the general meeting cast votes in favor of the motion, such director(s) shall thereupon be notified in writing of his or her removal from the Board.

ARTICLE VII – GENERAL MEETINGS

SECTION 1 – LOCATION AND TIME OF GENERAL MEETINGS

General meetings shall normally take place on the second Thursday of every month at 7:00 p.m. at the BQIA Hall. If necessary, and at the discretion of the President, the general meetings may be scheduled or rescheduled for another location, date, or time. The date, time and place of the next general meeting shall be published in the BQIA monthly bulletin.

SECTION 2 – ATTENDANCE

All members in good standing shall be entitled to participate in general meetings of the Association. Individuals who are non-members (other than specific invitees of the Association), but who are eligible to join the Association, shall be permitted to attend two (2) general meetings as a "guest" of the Association after which further attendance and participation shall be conditioned upon paid membership. All members and guests are required to sign the attendance list upon entering any official or general meeting of the Association.

Any member that has been suspended, dismissed or expelled from the Association shall not be entitled or permitted to attend or participate in Association meetings until such time as their membership has been reinstated.

SECTION 3 – QUORUM

Ten percent (10%) of all voting households and voting businesses in good standing (as defined in Article IV, Section 4 above) shall constitute a quorum at any general meeting for the transaction of Association business and voting.

SECTION 4 – INAPPROPRIATE CONDUCT

In order to maintain decorum and respectful behavior at all Association meetings, any person(s) who at the discretion of the presiding director/officer are deemed disorderly, that promote or incite verbally or physically abusive behavior, or that otherwise use foul language before, during, or after a meeting shall be escorted from the premises by the Sergeant-at-Arms. Any member accused of such misconduct shall be notified in writing to appear before the Board at its next regularly scheduled meeting for a final determination of fault or innocence. If a majority of the directors then present determine that the member's conduct was inappropriate the Board may summarily suspend or expel the member from the Association without need for a house vote of the general membership. The duration of any suspension shall be determined by the Board. The summary suspension or expulsion of any member shall be reported to the general membership by the Board.

ARTICLE VIII – SUSPENSION OF MEMBERS

Any voting member upon motion duly made and seconded (by a voting member) during a general meeting of the Association, and for good cause shown as first determined by a two-thirds (2/3) majority vote of the current Board after reasonable investigation, shall require a house vote be taken for the suspension of any one or more of the Association's members. All members,

including the member(s) that is the subject of the motion, shall be notified in writing whether good cause has been shown at the conclusion of the Board's investigation. If the Board finds good cause has been shown, a floor vote on the motion shall be taken at the next general meeting provided that each member which is the subject of any such motion shall have first been given an opportunity to defend himself before the membership in attendance.

In the event a two thirds (2/3) majority of the voting members present at the general meeting cast votes in favor of the motion, such member(s) shall thereupon be notified in writing of his or her suspension from the Association. The term of the suspension shall be determined by a majority vote of the Board, but only after a favorable vote on the motion by the general membership and with due consideration being given to all discussion and debate thereon. Any member suspended under this section shall be notified in writing and the term of the suspension shall be reported to the general membership.

ARTICLE IX – AMENDMENTS

These By-Laws may be amended from time to time. In doing so, such information as may be relevant to proposed amendments will first be referred to the By-Laws Committee appointed by the President. The By-Laws Committee shall then make recommendations to the Board. After consideration and approval by the Board, the proposed amendments will then be presented to the general membership for consideration.

Amendments shall become effective after being made available to the membership at two consecutive general meetings, but only after being formally adopted by a majority vote of those present at the second general meeting.

PRIOR AMENDMENTS

September 10, 1989

February 8, 2001

AS RECOMMENDED BY THE DIRECTORS AND COMMITTEE MEMBERS BELOW:

Director/Officers

Michael Vivirito, President

Phil Blythe, Vice President

Kitty Blythe, Secretary

, Treasurer

Byron Livingston, Sergeant-at-Arms

Tom Foor, Quartermaster

Directors-at-Large

Marsha Ayres

Dennis Faruol

Nancy Hubers

Richard Pitz

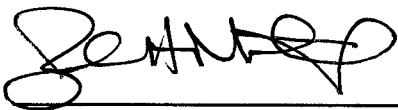
Fred Conrad

Andrew Jones
John Schmidt
Dave Cahlander
Cecile Myrick
Tony Sersen
Tom Foor
Byron Livingston
Jim Hock


By-Law Committee

Michael Vivirito
Phil Blythe
Kitty Blythe
John Schmidt
Andrew Jones
Richard Pitz
John Michel

AND AS ADOPTED BY MAJORITY VOTE OF THE GENERAL MEMBERSHIP AND THEREBY IMMEDIATELY EFFECTIVE ON THE TENTH DAY OF APRIL TWO THOUSAND AND EIGHT (4/10/08), AS WITNESSED AND ATTESTED TO BY:



John H. Michel,
By-Law Committee Chair



Michael Vivirito, President

[END]